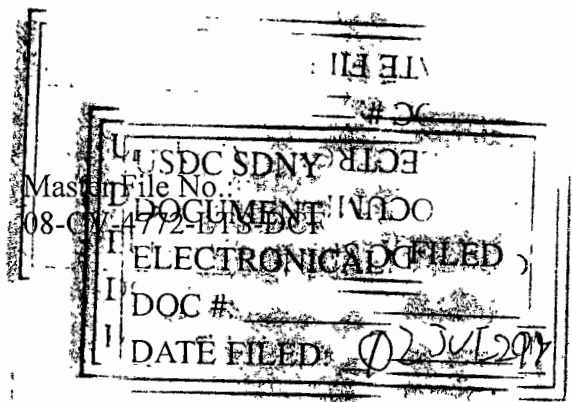


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN INTERNATIONAL GROUP,
INC. 2008 SECURITIES LITIGATION

This Document Relates To: All Actions



[Signature] **[PROPOSED] ORDER GRANTING LEAD PLAINTIFF'S MOTION FOR
(1) FINAL DISTRIBUTION OF NET SETTLEMENT FUND,
(2) APPROVAL OF PAYMENT OF THE CLAIMS ADMINISTRATOR'S
EXPENSES, AND (3) APPROVAL OF LEAD COUNSEL'S POST
SEPTEMBER 30, 2016 EXPENSES**

WHEREAS, on September 12, 2014, the Settling Plaintiffs, on behalf of themselves and the proposed Settlement Class, and the Settling Defendants entered into a Stipulation and Agreement of Settlement in the above-captioned Action (the "Settlement Agreement") (Dkt. No. 445);

WHEREAS, on March 20, 2015, the Court entered its Orders approving Lead Plaintiff's proposed Plan of Allocation (Dkt. No. 516), granting Lead Counsel's Fee and Expense Application (Dkt. No. 517), and granting final approval of the Settlement as fair, reasonable, and adequate, and in the best interests of Lead Plaintiff and the Settlement Class Members (the "Final Approval Order") (Dkt. No. 518);

WHEREAS, on January 30, 2017, the Court entered an Order (Dkt. No. 537) which (1) approved certain administrative determinations by the Claims Administrator ("Gilardi") accepting and denying Claims, (2) provided that any Claim Form postmarked after October 4, 2016 and any response to a Deficiency Notice received after October 13, 2016 would be barred as untimely; (3) directed the initial distribution of the Net Settlement Fund to the Settlement Class Members who Gilardi had determined were eligible to share in such; (4) approved the plan of Lead Plaintiff and

Gilardi to redistribute any funds remaining in the Net Settlement Fund following the initial distributions to eligible Claimants; (5) authorized the destruction of paper and electronic copies of Claim records at prescribed times following the final distribution of the Net Settlement Fund; (6) authorized payment out of the Net Settlement Fund of Gilardi's then-outstanding fees and expenses, inclusive of fees and expenses Gilardi expected to incur through the initial distribution of the Net Settlement Fund; (7) authorized payment out of the Net Settlement Fund of expenses incurred by Lead Counsel since submission of their initial Fee and Expense Application; and (7) directed Lead Counsel and Gilardi to execute the Initial Distribution Order.

WHEREAS, the Court retained broad jurisdiction over the implementation of the Settlement, including but not limited to any distributions of the Settlement Fund, the disposition of the Settlement Fund, and the hearing and determination of any applications for reimbursement of litigation expenses that will be paid out of the Settlement Fund;

WHEREAS, on June 1, 2018, Lead Plaintiff filed a Motion for Final Distribution of Net Settlement Fund, Approval of Payment of the Claims Administrator's Fees and Expenses, and Payment of Lead Counsel's Post-September 30, 2016 Expenses ("Final Distribution Motion");

WHEREAS, the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefor,

IT IS HEREBY ORDERED:

1. The Court approves the administrative determinations by the Court-appointed Claims Administrator, Gilardi & Co. LLC ("Gilardi"), concerning Claim Forms submitted by Settlement Class Members as set forth in the Declaration of Claims Administrator Mishka Ferguson in Support of Motion for Supplemental Distribution of the Net Settlement Fund ("Ferguson Declaration") submitted in connection with the Final Distribution Motion.

2. The Court finds that the determinations by Gilardi with respect to the Settlement Class Members' Claim Forms and the distribution of the Net Settlement Fund based on Gilardi's calculations and determinations are all fair, reasonable and adequate to the Settlement Class, and are hereby approved. The Court approves Gilardi's acceptance of the 59 Late-Cured Claims as detailed in the Final Distribution Motion and bars as untimely all other Claims against the Net Settlement Fund. The Court approves and ratifies Gilardi's rejection of 5,046 untimely Claim Forms.

3. Accordingly, the Court hereby directs the final distribution of the Net Settlement Fund to the Settlement Class Members who have submitted Claim Forms which Gilardi has determined to be eligible to share in the net settlement proceeds and in such amounts as set forth in the Distribution Motion and Ferguson Declaration.

4. The Court hereby approves the plan set forth in the Final Distribution Motion and Ferguson Declaration for redistribution to eligible claimants.

5. The Court approves Lead Plaintiff's recommendation of the Council of Institutional Investors for the purpose of donation of any funds remaining in the Net Settlement Fund following distribution to eligible claimants.

6. The Court hereby authorizes the destruction of the paper copies and all supporting documentation of the Claim Forms one (1) year after distribution of the Net Settlement Fund is complete, and all electronic copies of claim records three (3) years after distribution of the Net Settlement Fund is complete.

7. The Court authorizes payment out of the Net Settlement Fund of Gilardi's outstanding fees and expenses in the amount of \$181,977.11. The Court further authorizes up to

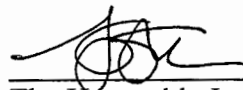
an additional \$299,500 in fees and expenses to Gilardi for the fees and expenses it expects to incur through the final distribution of the Net Settlement Fund;

8. The Court authorizes payment of out of the Net Settlement Fund to Lead Counsel of \$606.45, as reimbursement for the Settlement-related expenses they have incurred since September 30, 2016.

9. Lead Counsel and the Claims Administrator are directed to execute this Order and shall not be liable to the Settlement Class Members for any reason in executing and complying with this Order.

IT IS SO ORDERED.

DATED: July 2, 2018



The Honorable Laura Taylor Swain
United States District Court Judge